

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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MARATHON ASSET MANAGEMENT, LP,

Plaintiff,

against

WILMINGTON TRUST, N.A., as  
Administrative Agent and Collateral Agent,

Defendant,

ANGELO GORDON & CO., LP, APOLLO  
ADVISORS VII, L.P., BROOKFIELD ASSET  
MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL ADVISER  
(CANADA), L.P.

Intervenor Defendants.  
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No. 1:15-CV-04727 (AT)(AJP)

**DECLARATION OF JONATHAN ROSENBERG, ESQ. IN SUPPORT OF  
INTERVENOR DEFENDANTS ANGELO GORDON & CO., LP, APOLLO  
ADVISORS VII, L.P., BROOKFIELD ASSET MANAGEMENT  
PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA), L.P.'S  
REPLY IN FURTHER SUPPORT OF THEIR MOTION TO TRANSFER VENUE**

I, Jonathan Rosenberg, Esq., declare under penalty of perjury and 28 U.S.C. § 1746, that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner with the law firm O'Melveny & Meyers, LLP, Times Square Tower, 7 Times Square, New York, NY 10036, (212) 326-2000, counsel for Intervenor Defendants Angelo Gordon & Co., LP, Apollo Advisors VII, L.P., and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. I respectfully submit this Declaration in Support of Intervenor Defendants Angelo Gordon & Co., LP, Apollo Advisors

VII, L.P., Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.'s  
Reply in Further Support of Their Motion to Transfer Venue.

2. Exhibit A is a true and complete copy of the TCEH proposed plan of  
reorganization, filed with the Delaware Bankruptcy Court on August 3, 2015.

Dated: New York, New York

/s/ Jonathan Rosenberg

August 3, 2015

Jonathan Rosenberg